

From: Deepak Moorjani <deepak@upstartcap.com>
To: Deepak Moorjani <deepak@upstartcap.com>, "Vignos, Gregg F." <gvignos@PillsburyWinthrop.com>, Theresa Moran <tmoran@pillsburywinthrop.com>
Date: Friday, April 26, 2002 10:11 AM
Subject: legal documents

one more comment:

can we include a provision that allows the GP or the liquidating partner to receive its fees from any partners share of cash and/or distributions in the event that such partner has failed to pay its share of fees? this would likely affect section 5.1 which doesn't currently contemplate unpaid fees - either the to GP or to the liquidating partner

thanks!

> From: Deepak Moorjani <deepak@upstartcap.com>
> Date: Fri, 26 Apr 2002 00:07:30 -0700
> To: "Vignos, Gregg F." <gvignos@PillsburyWinthrop.com>, Deepak Moorjani
> <deepak@upstartcap.com>, Theresa Moran <tmoran@pillsburywinthrop.com>
> Subject: legal documents

>

> gregg/theresa,

>

> we spoke with a few of our investors and want to put the appropriate legal
> documents in place. we had thought that michael could retire and that would
> put the appropriate steps in place. while michael's desire to retire is
> driving this, we don't want people to get the impression that he is not
> going to be involved on a going-forward basis.

>

> so, let's do an amendment to the partnership agreement (action without a
> meeting) in consideration of michael's situation - but michael is not going
> to retire or withdraw from the partnership

>

> - upstart will not make any new investments (as part of this, we need to
> eliminate section 6.5a which discusses "substantially of of their business
> time" and section 6.6 which talks about new investment opportunities)

> - upstart will maintain the right to support its existing investments (we
> can call capital to protect our existing investments)

> - upstart will reduce its management fee for fiscal 2002 to 1.5%

> - upstart will put the remaining assets in a liquidating trust on jan 1,
> 2003 and will remain the liquidating partner

> - upstart will ensure that the audit and taxes are completed for fiscal
> 2002. however, quarterly reports will no longer be necessary, and we will
> issue reports twice a year.

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>> From: "Vignos, Gregg F." <gvignos@PillsburyWinthrop.com>

>> Date: Wed, 24 Apr 2002 11:13:29 -0700

>> To: "Deepak Moorjani" <deepak@upstartcap.com>